

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

EPA Region 5 Records Ctr.



369100

In re:

Chapter 11

LYONDELL CHEMICAL COMPANY, et al.,

Case No. 09-10023 (REG)

Debtors.

Jointly Administered

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE JUNE 30, 2009 AT 5:00 P.M. (PREVAILING EASTERN TIME)**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES (which are listed on Addendums 1, 2 and 3 attached hereto):

PLEASE TAKE NOTICE THAT on April 16, 2009 and May 14, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered orders (collectively, the "Bar Date Order", see Docket Nos. 1547 and 1741, respectively) establishing **June 30, 2009 at 5:00 p.m. (prevailing Eastern Time)** (the "Bar Date"), as the last date and time for each person or entity (including individuals, partnerships, corporation, joint ventures, trusts and governmental units) to file a proof of claim against Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"). A list of the Debtors is set forth on Addendums 1, 2 and 3, attached hereto.

The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose (a) on or prior to January 6, 2009 with respect to all Debtors listed on Addendum 1, (b) on or prior to April 24, 2009 with respect to all Debtors listed on Addendum 2, or (c) on or prior to May 8, 2009 with respect to all Debtors listed on Addendum 3 (each, a "Petition Date"), the dates on which such Debtors commenced cases under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), except for those holders of the claims listed in sections 4 and 5 below that are specifically excluded from the Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or share in distributions from the Debtors' bankruptcy estates if you hold a claim that arose on or before the applicable Petition Date, and it is not one of the types of claims set forth in sections 4 and 5 below. Claims based on acts or omissions of the Debtors that arose on or before the applicable Petition Date must be filed prior to the Bar Date, even if such claims are not now

fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the applicable Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

All proofs of claim must be signed by the individual to whom service of any papers relating to such claim shall be directed. It must be written in English and be denominated in lawful currency of the United States as of the applicable Petition Date (provided, however, that the Debtors reserve the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the applicable Petition Date, unless the Debtors deem another date more appropriate). You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available. Your proof of claim should conform substantially with the proof of claim form provided with this notice or Official Form No. 10.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. The names of the Debtors and their respective case numbers are identified on Addendums 1, 2 and 3 attached hereto.

Any proof of claim previously properly filed with the Lyondell Chemical Company, et al. Claims Processing Center (as defined below) prior to the mailing of this notice shall be deemed to be and shall be treated as a properly filed claim subject to the right of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim is required with respect to such claim. If you have not filed your proof of claim yet, please send it to the Lyondell Chemical Company, et al. Claims Processing Center only; please do not file your proof of claim with the Bankruptcy Court or attempt to do so by sending it to Debtors' counsel.

A copy of the proof of claim form tailored for these cases can be obtained on-line from the Debtors' restructuring website:

<http://chapter11.epiqsystems.com/lyondellchemicalcompany>

3. WHEN AND WHERE TO FILE

Except as provided for herein, proofs of claim must be filed so as to be received **on or before June 30, 2009 at 5:00 p.m. (prevailing Eastern Time)**, at the following address (the "Lyondell Chemical Company, et al. Claims Processing Center"):

IF SENT BY MAIL

Lyondell Chemical Company, et al. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station
P.O. Box 5013
New York, NY 10150-5013

IF SENT BY MESSENGER OR OVERNIGHT COURIER

Lyondell Chemical Company, et al. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

Please note that proofs of claim will be deemed timely filed only if **actually received** by the Lyondell Chemical Company, et al. Claims Processing Center on or before the Bar Date. **Proofs of claim may not be delivered by facsimile, telecopy or electronic mail.**

4. WHO NEED **NOT** FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE

You do **not** need to file a proof of claim on or before the Bar Date if:

- a. you have **already** properly filed, with the Lyondell Chemical Company, et al. Claims Processing Center, a proof of claim against all Debtors against which you have a claim utilizing a proof of claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- b. your claim is listed on the Schedules (as defined below), is **not** described as "disputed", "contingent", or "unliquidated", **and** you do not dispute the amount, nature or priority of your claim as set forth in the Schedules;
- c. you hold a claim that has been previously allowed by an order of the Bankruptcy Court entered on or before the Bar Date;
- d. your claim has already been paid in full by the Debtors;
- e. you hold a claim for which a specific deadline to file a proof of claim has previously been fixed by the Bankruptcy Court;
- f. you are a Debtor in these cases holding a claim against another Debtor or you are a non-debtor affiliate of the Debtors holding a claim against any of the Debtors;

- g. you hold a claim under sections 503, 507(a), 330(a), 331 or 364 of the Bankruptcy Code as an administrative expense (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- h. you are a current director, officer or employee of the Debtors, to the extent that your claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;
- i. you are a current employee of the Debtors, or a labor union authorized by law to represent any current employee, in each case solely with respect to any claim based on the payment of wages, salaries and vacation pay arising in the ordinary course of business and previously authorized to be paid by order of the Bankruptcy Court, including the first day wage order approved by the Bankruptcy Court on January 26, 2009 (see Docket No. 420); provided, however, that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of either (i) the Bar Date; or (ii) thirty (30) calendar days from the date of service of such written notice, to file a proof of such claim; and
- j. you are a professional whose retention in these chapter 11 cases has been approved by the Bankruptcy Court, to the extent that your claim against the Debtors is for postpetition amounts due.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this notice does not mean that you hold a claim against the Debtors or that the Debtors or the Bankruptcy Court believe that you hold a claim against the Debtors.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HOLD A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON THE APPLICABLE PETITION DATE HAS BEEN PAID.

5. SPECIAL CLAIMS

- a. Co-Debtors or Sureties: Pursuant to rule 3005 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the last date and time by which guarantors, sureties, indorsers and other co-debtors may file claims under section 501(b) of the Bankruptcy Code is July 30, 2009 at 5:00 p.m. (prevailing Eastern Time).
- b. Entities Asserting Claims Arising from the Recovery of a Voidable Transfer: The last date for filing claims arising from the recovery by the Debtor(s) of a voidable transfer is the later of either (i) the Bar Date; or (ii) the first business day that is at least thirty (30) calendar days after the entry of an order or judgment approving the avoidance of the transfer.
- c. Governmental Units: The last date and time by which "governmental units" (as defined in section 101(27) of the Bankruptcy Code) may file claims under section

502(b)(9) of the Bankruptcy Code is (a) July 6, 2009 at 5:00 p.m. (prevailing Eastern Time) with respect to all Debtors listed on Addendum 1; (b) October 21, 2009 at 5:00 p.m. (prevailing Eastern Time) with respect to all Debtors listed on Addendum 2, or (c) November 4, 2009 at 5:00 p.m. (prevailing Eastern Time) with respect to all Debtors listed on Addendum 3.

- d. Creditors Holding Claims that Were Altered by Amendments to the Debtors' Schedules: If the Debtors amend or supplement the Schedules (as defined below) subsequent to the passing of the Bar Date in a manner that (i) reduces the liquidated amount of a scheduled claim; (ii) reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent; (iii) reduces the priority of a scheduled claim; or (iv) changes the Debtor against whom a claim was scheduled, and the affected claimant does not agree with such amendment, then the affected claimant who has not already filed a proof of claim in advance of the Bar Date with respect to such scheduled claim must file a proof of claim on the later of either (i) the first business day that is at least thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009, or (ii) such other time as may be established by order of the Bankruptcy Court in connection with a motion to amend the Schedules, but in each instance, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment. Creditors are not entitled to file a proof of claim under the authority of this paragraph if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim.
- e. Debt Claims: Any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a "Debt Claim") on or under any agreements governing any syndicated credit facility or debt security issued by or for the benefit of the Debtors pursuant to an indenture (together, the "Debt Instruments") are not required to file a proof of claim with respect to such claim on or before the Bar Date if the administrative agent under the applicable credit facility or the indenture trustee under the applicable indenture files a proof of claim against each Debtor, on or before the Bar Date, on account of all Debt Claims of such person or entity against such Debtor under the applicable Debt Instruments, provided, however, that any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, shall be required to file a proof of such claim on or before the Bar Date, unless another exception identified herein applies.
- f. Equity Security Holders: If you are a holder of the Debtors' equity securities, you do not need to file a proof of such interest. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim relating to such equity interest or the purchase or sale of such equity interest, shall be required to file a proof of such claim on or before the Bar Date pursuant to procedures set forth in the Bar Date Order.

- g. Rejection Damage Claims: If you hold a claim that arises from the rejection of an executory contract or unexpired lease, then you must file a proof of such claim on or before the later of either (i) the Bar Date; (ii) the first business day that is at least thirty (30) calendar days after entry of the order authorizing the rejection of the respective executory contract or unexpired lease; or (iii) such date as the Bankruptcy Court may fix in the applicable order authorizing such rejection.
- h. Claims Under Section 503(b)(9) of the Bankruptcy Code: If you hold a claim arising under section 503(b)(9) of the Bankruptcy Code, you must file a proof of such claim on or before the Bar Date to the extent that such claim has not been paid.
- i. Reclamation Claims: If you delivered a timely reclamation demand in accordance with the procedures (the "Reclamation Procedures") established by the Bankruptcy Court in its "Order Pursuant to Sections 105, 362, 503 and 546 of the Bankruptcy Code and Bankruptcy Rule 9019 (i) Establishing Procedures for Resolution and Payment of Reclamation Claims; and (ii) Granting Related Relief" (see Docket No. 965), such demand shall be deemed to satisfy the requirements set forth in the Bar Date Order for filing a timely proof of claim in the Debtors' chapter 11 cases; but only with respect to the claims asserted pursuant to the Reclamation Procedures; provided, however, that if (i) you failed to timely deliver a reclamation demand in accordance with the Reclamation Procedures, you are not entitled to file a proof of such reclamation claim; and (ii) you intend to assert a claim in excess of or in addition to the claim asserted in the reclamation demand, you are required to file a proof of claim by the Bar Date for such additional claim.
- j. Guarantee Claims: If you hold a claim against the Debtors that is guaranteed by a non-debtor affiliate or a claim against a non-debtor affiliate that is guaranteed by the Debtors, the Debtors may seek to enjoin recovery from such affiliate and such claim may be discharged to the extent that you failed to timely file a proof of your claim in the Debtors' chapter 11 cases.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTIONS 4 AND 5 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

ANY HOLDER OF A CLAIM AGAINST THE DEBTORS THAT IS GUARANTEED BY A NON-DEBTOR AFFILIATE OR A CLAIM AGAINST A NON-DEBTOR AFFILIATE THAT IS GUARANTEED BY THE DEBTORS WHO FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE DEBTORS' CHAPTER 11 CASES MAY BE ENJOINED FROM SEEKING RECOVERY FROM SUCH AFFILIATE AND SUCH CLAIM MAY BE DISCHARGED IF THE DEBTORS SEEK AND SUCCESSFULLY OBTAIN SUCH RELIEF AFTER THE BAR DATE.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures and Schedules of Executory Contracts and Unexpired Leases (collectively, as may be amended or supplemented, the "Schedules").

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim(s), the enclosed Proof of Claim Form(s) will reflect the net amount of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed on the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. As set forth above, if you agree with the nature, amount and status of your claim as listed in the Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed", "contingent", or "unliquidated", you need not file a proof of such claim. Otherwise, or if you decide to file a proof of claim, you must do so on or before the Bar Date in accordance with the procedures set forth in this notice.

You may access the Schedules on-line at the website of the Debtors' claims agent, Epiq Bankruptcy Solutions, LLC at <http://chapter11.epiqsystems.com/lyondellchemicalcompany>. Copies of the Schedules are also available for inspection on the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Schedules may also be obtained by written request to Debtors' counsel, Cadwalader, Wickersham & Taft LLP, at the address and telephone number set forth below or the Debtors' claims agent, Epiq Bankruptcy Solutions, LLC, at (866) 715-0768.

Questions concerning the filing or processing of a proof of claim may be directed to Epiq Bankruptcy Solutions, LLC at (866) 715-0768 in the United States or +1 (646) 282-2400 outside the United States.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS
SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS
NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE
HOLDER SHOULD FILE A PROOF OF CLAIM.**

This notice is only a summary of the Bar Date Order. All creditors and other parties in interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for the Southern District of New York for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

Dated: May 26, 2009
New York, New York

BY ORDER OF THE COURT

CADWALADER, WICKERSHAM & TAFT LLP

/s/ Deryck A. Palmer

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Attorneys for Lyondell Chemical Company, et al.

ADDENDUM 1

No.	Debtor	Case Number
1.	Basell Finance USA Inc.	09-10021
2.	Basell Germany Holdings GmbH	09-10048
3.	Basell North America Inc.	09-10034
4.	Basell USA Inc.	09-10033
5.	Circle Steel Corporation	09-10032
6.	Duke City Lumber Company, Inc.	09-10035
7.	Equistar Chemicals, LP	09-10036
8.	Equistar Transportation Company, LLC	09-10049
9.	Glidco Leasing, Inc.	09-10037
10.	Glidden Latin America Holdings Inc.	09-10040
11.	HOISU Ltd.	09-10022
12.	Houston Refining LP	09-10038
13.	HPT 28 Inc.	09-10042
14.	HPT 29 Inc.	09-10043
15.	H.W. Loud Co.	09-10039
16.	IMWA Equities II, Co., L.P.	09-10047
17.	ISB Liquidating Company	09-10044
18.	LBI Acquisition LLC	09-10045
19.	LBIH LLC	09-10025
20.	LeMean Property Holdings Corporation	09-10027

21.	Lyondell Asia Pacific, Ltd.	09-10050
22.	Lyondell Chemical Company	09-10023
23.	Lyondell Chemical Delaware Company	09-10051
24.	Lyondell Chemical Espana Co.	09-10052
25.	Lyondell Chemical Europe, Inc.	09-10053
26.	Lyondell Chemical International Co.	09-10054
27.	Lyondell Chemical Nederland, Ltd.	09-10055
28.	Lyondell Chemical Products Europe, LLC	09-10056
29.	Lyondell Chemical Properties, L.P.	09-10057
30.	Lyondell Chemical Technology Management, Inc.	09-10058
31.	Lyondell Chemical Technology 1 Inc.	09-10101
32.	Lyondell Chemical Technology, L.P.	09-10059
33.	Lyondell Chimie France LLC	09-10060
34.	Lyondell-Equistar Holdings Partners	09-10072
35.	Lyondell Europe Holdings Inc.	09-10026
36.	Lyondell Greater China, Ltd.	09-10061
37.	Lyondell Houston Refinery Inc.	09-10028
38.	Lyondell LP3 GP, LLC	09-10062
39.	Lyondell LP3 Partners, LP	09-10063
40.	Lyondell LP4 Inc.	09-10029
41.	Lyondell (Pelican) Petrochemical L.P. 1, Inc.	09-10067
42.	Lyondell Petrochemical L.P. Inc.	09-10030
43.	Lyondell Refining Company LLC	09-10064

44.	Lyondell Refining I LLC	09-10094
45.	LyondellBasell Advanced Polyolefins USA Inc.	09-10065
46.	LyondellBasell Finance Company	09-10066
47.	MHC Inc.	09-10073
48.	Millennium America Holdings Inc.	09-10074
49.	Millennium America Inc.	09-10031
50.	Millennium Chemicals Inc.	09-10075
51.	Millennium Holdings, LLC	09-10071
52.	Millennium Petrochemicals GP LLC	09-10070
53.	Millennium Petrochemicals Inc.	09-10069
54.	Millennium Petrochemicals LP LLC	09-10100
55.	Millennium Petrochemicals Partners, LP	09-10099
56.	Millennium Realty Inc.	09-10077
57.	Millennium Specialty Chemicals Inc.	09-10076
58.	Millennium US Op Co LLC	09-10098
59.	Millennium Worldwide Holdings I Inc.	09-10097
60.	MWH South America LLC	09-10096
61.	National Distillers & Chemical Corporation	09-10078
62.	NDCC International II Inc.	09-10079
63.	Nell Acquisition (US) LLC	09-10080
64.	Penn Export Company, Inc.	09-10081
65.	Penn Navigation Company	09-10082
66.	Penn Shipping Company, Inc.	09-10085

67.	Penntrans Company	09-10095
68.	PH Burbank Holdings, Inc.	09-10103
69.	Power Liquidating Company, Inc.	09-10084
70.	Quantum Acceptance Corporation	09-10083
71.	SCM Plants, Inc.	09-10102
72.	Suburban Propane GP, Inc.	09-10086
73.	Tiona, Ltd.	09-10087
74.	UAR Liquidating Inc.	09-10088
75.	USI Chemicals International, Inc.	09-10089
76.	USI Credit Corp.	09-10090
77.	USI Puerto Rico Properties, Inc.	09-10091
78.	Walter Kidde & Company, Inc.	09-10092
79.	Wyatt Industries, Inc.	09-10093

ADDENDUM 2

No.	Debtor	Case Number
1.	LyondellBasell AFGP S.à.r.l.	09-12519
2.	LyondellBasell Industries AF S.C.A.	09-12518

ADDENDUM 3

No.	Debtor	Case Number
1.	Basell Capital Corporation	09-12940
2.	Basell Impact Holding Company	09-12942
3.	Equistar Bayport, LLC	09-12943
4.	Equistar Funding Corporation	09-12956
5.	Equistar Polypropylene, LLC	09-12944
6.	LPC Partners, Inc.	09-12953
7.	Lyondell Bayport, LLC	09-12949
8.	Lyondell Chemical Holding Company	09-12950
9.	Lyondell Chemical Wilmington, Inc.	09-12952
10.	Lyondell General Methanol Company	09-12945
11.	Lyondell Intermediate Holding Company	09-12947
12.	Quantum Pipeline Company	09-12951
13.	SCM Chemicals Inc.	09-12955

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UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK
Lyondell Chemical Company, et al. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5013
New York, NY 10150-5013

PROOF OF CLAIM

In re: Lyondell Chemical Company, et al.
Debtor.
Chapter 11
Case No. 09-10023 (REG)
Name of Debtor Against Which Claim is Held
Case No. of Debtor

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

THIS SPACE IS FOR COURT USE ONLY

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

LCC (CREDITOR.DBF.CREDNUM)CREDNUM # 1000082112*****
US ENVIRONMENTAL PROTECTION AGENCY
MICHAEL BERKOFF
REGION 5, OFFICE OF REGIONAL COUNSEL
77 WEST JACKSON BLVD (C-14J)
CHICAGO IL 60604

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim

Number: _____
(If known)

Filed on: _____

Telephone number: _____ Email Address: _____

Name and address where payment should be sent (if different from above)

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

Telephone number: _____ Email Address: _____

1. Amount of Claim as of Date Case Filed: \$ _____

- If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.
 - If all or part of your claim is entitled to priority, complete Item 5.
 - If all or part of your claim qualifies as an administrative expense under 11 U.S.C. § 503(b)(9), complete Item 6.
- ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- ☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- ☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- ☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
- ☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

2. Basis for Claim: _____ (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

- Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

Amount entitled to priority:

\$ _____

6. Amount of Claim that qualifies as an administrative expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain.

FOR COURT USE ONLY

Date: _____ Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9)

State the value of any goods received by the debtor within 20 days before the date of commencement which goods have been sold to the debtor in the ordinary course of the debtor's business.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent as follows:

IF SENT BY MAIL

Lyondell Chemical Company, et al. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station
PO Box 5013
New York, NY 10150-5013

IF SENT BY MESSENGER OR OVERNIGHT COURIER

Lyondell Chemical Company, et al. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to

other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured Claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim, or you may access the Claims Agent's system (<http://chapter11.epiqsystems.com/lyondellchemicalcompany>) to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Questions Regarding Filing of Claim

Questions concerning the filing or processing of a proof of claim may be directed to the Claims Agent at (866) 715-0768 in the United States or +1 (646) 282-2500 outside the United States.